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FILE NO. CIEL:204
PATENT

#3

**DECLARATION
FOR PATENT APPLICATION**

As an undersigned inventor, I hereby declare that:

My residence, post office address and country of citizenship are as stated directly below my name.

- I believe (check one) [] I am the original, first and sole inventor
[X] I am a joint inventor and the below named inventors are the
original and first inventors

of the subject matter which is claimed and for which a patent is sought on the invention entitled

**APPARATUS AND METHODS FOR USING FIBER OPTIC ARRAYS IN OPTICAL
COMMUNICATION SYSTEMS**

the specification of which

- (check one) [] is attached hereto.
[X] was filed on March 1, 2002,
as Application Serial No. 10/087,648,
and was amended on _____
(if applicable)

I further declare that I have reviewed and understand the contents of the above-identified specification, including the claims, as amended by any amendment referred to above.

I acknowledge the duty to disclose to the United States Patent and Trademark Office (hereinafter "the Office") all information known to me to be material to patentability of the subject matter which is claimed as defined in 37 C.F.R. §1.56.

I hereby claim foreign priority benefits under 35 U.S.C. § 119 of any foreign application(s) for patent or inventor's certificate indicated below and have also identified below any foreign application for patent or inventor's certificate having a filing date before that of the application on which priority is claimed:

Prior Foreign Application(s) Number	Country	Day/Month/Year Filed	Priority Claimed Yes	No
_____	_____	_____	_____	X

I hereby claim the benefit under 35 U.S.C. §119(e) of any United States provisional application listed below:

<u>Provisional Application Serial No.</u>	<u>Filing Date</u>
-------------------------------------------	--------------------

I hereby claim the benefit under 35 U.S.C. § 120 of any United States application(s) listed below and, insofar as the subject matter of each of the claims of this application is not disclosed in the prior United States application in the manner provided by the first paragraph of 35 U.S.C. § 112, I acknowledge the duty to disclose to the Office all information known to me to be material to patentability as defined in 37 C.F.R. § 1.56, which became available between the filing date of the prior application and the national or PCT international filing date of this application:

<u>Application Serial No.</u>	<u>Filing Date</u>	<u>Status (patented, pending, abandoned)</u>
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Address all correspondence and telephone calls to the following:

William W. Enders
 O'KEEFE, EGAN & PETERMAN
 1101 Capital of Texas Highway South
 Building C, Suite 200
 Austin, TX 78746
 (512) 347-1611
 (512) 347-1615 (Fax)

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further, that these statements were made with the knowledge that willful false statements and the like are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and may jeopardize the validity of the application or any patent issued thereon.

Full name of first joint inventor: Robert C. Mayer

Inventor's Signature Robert C. Mayer

4/11/02
 Date

Residence: 1935 Diamond Drive, Longmont, CO 80501

Citizenship: U.S.A.

Post Office Address: SAME
 (enter "same" if mailing address is same as residence address)

Full name of second joint inventor: Michael D. Wilcox

Inventor's Signature Michael D. Wilcox

2 Apr '02
Date

Residence: 2613 Fernwood Place, Broomfield, CO 80020

Citizenship: U.S.A.

Post Office Address: SAME
(enter "same" if mailing address is same as residence address)

ASSIGNMENT

FOR GOOD AND VALUABLE CONSIDERATION, the receipt, sufficiency and adequacy of which are hereby acknowledged, the undersigned, do hereby:

SELL, ASSIGN AND TRANSFER to Cielo Communications, Inc. (the "Assignee"), being incorporated under the laws of the State of Delaware, having a place of business 325 Interlocken Parkway, Building A, Broomfield, CO 80021, the entire right, title and interest for the United States and all foreign countries in and to (1) any and all improvements which are disclosed in the application for United States Letters Patent, Serial No. 10/087,648 which has been filed on March 1, 2002 and is entitled "Apparatus And Methods For Using Fiber Optic Arrays In Optical Communication Systems," (2) such application and all divisional, continuing, continuation-in-part, substitute, renewal, reissue and all other applications for patent which have been or shall be filed in the United States and all foreign countries on any of such improvements; and (3) any and all original and reissued patents which have been or shall be issued in the United States and all foreign countries on such improvements; and specifically including the right to file foreign applications under the provisions of any convention or treaty and claim priority based on such applications in the United States;

AUTHORIZE AND REQUEST the issuing authority to issue any and all United States and foreign patents granted on such improvements to the Assignee;

WARRANT AND COVENANT that no assignment, grant, mortgage, license or other agreement affecting the rights and property herein conveyed has been or will be made to others by the undersigned, and that the full right to convey the same as herein expressed is possessed by the undersigned;

COVENANT, when requested and at the expense of the Assignee, to carry out in good faith the intent and purpose of this assignment, the undersigned will execute all divisional, continuing, substitute, renewal, reissue, and all other patent applications on any and all such improvements; execute all rightful oaths, declarations, assignments, powers of attorney and other papers; communicate to the Assignee all facts known to the undersigned relating to such improvements and the history thereof; and generally do everything possible which the Assignee shall consider desirable for vesting title to such improvements in the Assignee, and for securing, maintaining and enforcing proper patent protection for such improvements;

TO BE BINDING on the heirs, assigns, representatives and successors of the undersigned and extend to the successors, assigns and nominees of the Assignee.

(Signature):

Robert C. Mayer

Robert C. Mayer

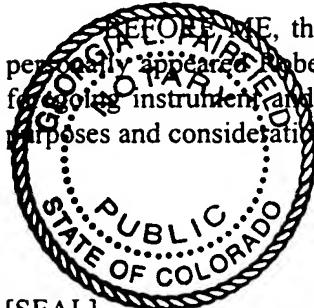
Date: 4/1/02

State of ~~Texas~~ Colorado)

)

County of Broomfield

BEFORE ME, the undersigned authority, on this 1 day of April, 2002 personally appeared Robert C. Mayer, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same of his own free will for the purposes and consideration therein expressed.



Georgia L. Fairfield
Notary or Consular Officer

[SEAL]

My Commission Expires 5/23/2004

(Signature):

Michael D. Wilcox

Michael D. Wilcox

Date: 2 Apr '02

State of ~~Texas~~ Colorado)

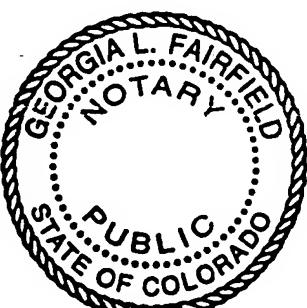
)

County of Broomfield)

BEFORE ME, the undersigned authority, on this 2 day of April, 2002 personally appeared Michael D. Wilcox, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same of his own free will for the purposes and consideration therein expressed.

Georgia L. Fairfield
Notary or Consular Officer

[SEAL]



My Commission Expires 5/23/2004



COPY OF PAPER
ORIGINALLY FILED

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In re Application of: ROBERT C. MAYER ET AL.

Filed: MARCH 1, 2002

For: APPARATUS AND METHODS FOR USING FIBER OPTIC ARRAYS
IN OPTICAL COMMUNICATION SYSTEMS

Serial No.: 10/087,648

Group Art Unit: UNKNOWN

Examiner: UNKNOWN

Atty Dkt: CIEL:204

CERTIFICATE OF MAILING UNDER 37 C.F.R. 1.8

Pursuant to 37 C.F.R. 1.8, I certify that this correspondence is being deposited with the U.S. Postal Service in a first class envelope, postage prepaid, addressed to: Assistant Commissioner of Patents, Washington, D.C. 20231 on the date below:

4-25-02
Date

Marty Four
[Name]

Assistant Commissioner For Patents
Washington, D.C. 20231

**STATEMENT UNDER 37 C.F.R. §3.73(b),
ELECTION UNDER 37 C.F.R. §3.71, and
POWER OF ATTORNEY**

Sir:

This document provides a Statement under §3.73 by the Assignee, an Election by the Assignee under §3.71 to prosecute at the exclusion of the inventor(s), and a Power of Attorney from the Assignee.

Statement Under §3.73(b)

The undersigned states that it is the Assignee of the entire right, title and interest in the Patent application identified above by virtue of either:

- A. An Assignment from the inventor(s) of the patent application/patent identified above. The assignment was recorded in the United States Patent and Trademark Office at Reel _____, Frame _____, or for which a copy thereof is attached.

OR

- B. A chain of title from the inventor(s), of the patent application/patent identified above, to the current assignee as shown below:

1. From: _____ To: _____ The Reel _____
document was recorded in the United States Patent and Trademark Office at _____, Frame _____, or for which a copy thereof is attached.
2. From: _____ To: _____ The Reel _____, Frame _____
document was recorded in the United States Patent and Trademark Office at Reel _____, Frame _____, or for which a copy thereof is attached.
3. From: _____ To: _____ The Reel _____, Frame _____
document was recorded in the United States Patent and Trademark Office at Reel _____, Frame _____, or for which a copy thereof is attached.

- Additional documents in the chain of title are listed on a supplemental sheet.

- Copies of assignments or other documents in the chain of title are attached.

[NOTE: A separate copy (*i.e.*, the original assignment document or a true copy of the original document) must be submitted to Assignment Division in accordance with 37 CFR Part 3, if the assignment is to be recorded in the records of the USPTO. See MPEP 302.08]

The undersigned (whose title is supplied below) is empowered to sign this statement on behalf of the assignee.

Election under §3.71

The Assignee hereby elects under 37 C.F.R. §3.71 to prosecute the application to the exclusion of the inventor(s).

Power of Attorney

The Assignee revokes any previous Powers of Attorney and appoints Robert M. O'Keefe, Reg. No. 35,630; Richard D. Egan, Reg. No. 36,788; Brian W. Peterman, Reg. No. 37,908, William W. Enders, Reg. No. 41,735, and Maximilian R. Peterson, Reg. No. 46,469, each an attorney of the firm of O'KEEFE, EGAN & PETERMAN, LLP, for so long as they remain with such firm, and also appoints H. Shannon Tyson, Jr., Reg. No. 42,193 of Cielo Communications, Inc., as its attorney with full power of substitution and revocation, to prosecute the application, to make alterations and amendments therein, to transact all business in the Patent and Trademark Office in connection therewith, and to receive any Letters Patent, and for one year after issuance of such Letters Patent to file any request for a certificate of correction that may be deemed appropriate.

Future Communications

Please direct all communications as follows:

William W. Enders
O'KEEFE, EGAN & PETERMAN, LLP
1101 Capital of Texas Highway South
Building C, Suite 200
Austin, Texas 78746
512/347-1611
FAX 512/347-1615

ASSIGNEE:

Cielo Communications, Inc. .

By: Mark Harrington
(Signature)

Name: Mark Harrington

Date: 4/5/02
Title: Chief Financial Officer